

EXHIBIT C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
FLEMING COMPANIES, INC. et al., ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	

**NOTICE OF (1) ENTRY OF CONFIRMATION ORDER, (2) EFFECTIVE DATE,
(3) FEE APPLICATION PROCEDURES, (4) FINAL ADMINISTRATIVE CLAIMS
BAR DATE AND (5) FINAL SUBSTANTIAL CONTRIBUTION BAR DATE**

Confirmation of the Plan. The United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an order (the "Confirmation Order") on July 27, 2004 (the "Confirmation Date"), confirming the Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc. and its Affiliated Debtors Under Chapter 11 of the United States Bankruptcy Code (as amended by the Confirmation Order, and including the Plan Supplement, the "Plan").² A copy of the Plan and the Confirmation Order can be obtained from Bankruptcy Management Corp. on their website www.bmccorp.net/fleming or by calling 888-909-0100.

Effective Date. The Effective Date of the Plan is August 23, 2004.

The Plan, the Plan Supplement and the Confirmation Order shall bind (i) the Debtors, (ii) the Reorganized Debtors, (iii) the PCT, (iv) the RCT, (v) Core-Mark Newco, (vi) all holders of Claims against and Equity Interests in any Debtor, whether or not Impaired under the Plan and whether or not, if Impaired, such holders accepted, rejected, or are deemed to have accepted or rejected the Plan, (vii) each Person acquiring property under the Plan, (viii) all non-Debtor parties to executory contracts and unexpired leases with any Debtor, (ix) all entities that are parties to or are subject to the settlements, compromises, releases, discharges, and injunctions described in the Plan or the Confirmation Order, and (x) each of the foregoing's respective heirs, successors, assigns, trustees, executors, administrators, affiliates, officers, directors, agents, representatives, attorneys, beneficiaries, or guardians, if any.

INJUNCTION. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE CONFIRMATION ORDER OR IN THE PLAN, ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM (A) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ANY SUCH CLAIM OR EQUITY INTEREST AGAINST THE DEBTORS, THEIR ESTATES, CORE-MARK NEWCO OR THE REORGANIZED DEBTORS UNLESS A PREVIOUS ORDER MODIFYING THE STAY PROVIDED UNDER SECTION 362 OF THE BANKRUPTCY CODE WAS ENTERED BY THE COURT; (B) THE ENFORCEMENT, ATTACHMENT, COLLECTION OR RECOVERY BY ANY MANNER OR MEANS OF ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST THE DEBTORS, THEIR ESTATES, CORE-MARK NEWCO OR THE REORGANIZED DEBTORS; AND (C) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST THE PROPERTY OR INTERESTS IN PROPERTY OF THE DEBTORS, THEIR ESTATES, CORE-MARK NEWCO OR THE REORGANIZED DEBTORS.

Fee Applications of Professionals. Any Professional seeking an allowance of compensation or reimbursement of expenses pursuant to sections 327, 328, 330 or 1103 of the Bankruptcy Code shall, by October 7, 2004, file with this Court and serve on the following entities a final application:

¹ The Debtors were: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Retail Holdings, Inc.; /ka/ Rainbow Foods, Inc.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

² Capitalized terms not defined herein have the meaning given in the Plan.

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Objection Deadline for Fee Applications of Professionals. All applications for final allowance of compensation and reimbursement of expenses will be subject to the authorization and approval of the Court. Any objection to the Claims of Professionals must be filed on or before sixty (60) days after the later of (i) the date of the filing of the application for final compensation or (ii) October 7, 2004.

Second Administrative Bar Date. All requests for administrative expenses pursuant to section 503 of the Bankruptcy Code that arose between October 31, 2003 and July 27, 2004 must be filed by October 7, 2004.


All requests for allowance of Administrative Expense Claims must be submitted in a form in accordance with the Bankruptcy Code, the Bankruptcy Rules and the local rules of the United States Bankruptcy Court for the District of Delaware. **SHOULD YOU FAIL TO FILE A TIMELY REQUEST FOR ALLOWANCE OF AN ADMINISTRATIVE EXPENSE CLAIM, SUCH CLAIM (A) SHALL NOT BE ALLOWED BY THE COURT OR (B) PAID.**

Second Substantial Contribution Bar Date: Furthermore, all requests by: (i) a professional not retained by the Debtors, the Committee or the OCRC under section 327 or 363 of the Bankruptcy Code that asserts a Claim incurred after June 1, 2004, alleged to be beneficial or necessary towards completion of the Chapter 11 Cases as outlined in section 330 of the Bankruptcy Code and/or (ii) any other party that asserts a Claim incurred between June 1, 2004 and July 27, 2004 alleged to be for a substantial contribution under section 503(b) of the Bankruptcy Code, must be filed by October 7, 2004.

Date: August 23, 2004

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